

United States Bankruptcy Court
Eastern District of Texas

In re BPP Texas, LLC

Debtor(s)

Case No. 10-44378Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$2,979,472.00*		
B - Personal Property	Yes	5	\$751,672.88*		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		\$65,813,707.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		\$7901.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	10		\$71,223.67	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			\$N/A
J - Current Expenditures of Individual Debtor(s)	No	0			\$N/A
TOTAL		21	\$3,731,144.88	\$65,892,831.67	

*Debtors have yet to retain an appraiser to determine the fair market value of the Real and Personal Property. The debtors have therefore used the tax value of the Real and Personal Property, which may or may not reflect the fair market value of the Real and Personal Property at any given time.

In re BPP Texas, LLC

Debtor(s)

Case No. 10-44378**SCHEDULE A - REAL PROPERTY**

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "none" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband Wife Joint or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
Howard Johnson 2711 S. Interstate Hwy. 35 Austin, TX 78741		-	\$2,075,318.00*	\$2,075,318.00
Days Inn 4211 I-35E North Denton, TX 76207		-	\$904,154.00*	\$904,154.00
Total:			\$2,979,472.00	

(Report also on Summary of Schedules)

*Debtors have yet to obtain an appraiser to determine the fair market value of the Real Property. The Debtors have therefore used the tax value of the Real Property, which may or may not reflect the fair market value of the Real Property at any given time.

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint or Community	Current Value of Debtor's Interest In Property, With- Out Deducting Any Secured Claim or Exemption
1. Cash on hand.	X			
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Bank of America, N.A.--Deposit/Checking Account (Howard Johnson Austin)	-	\$103,396.07
		Bank of America, N.A.--Deposit/Checking Account (Days Inn Denton)	-	\$9,966.25
		BNY Mellon, N.A.--Checking Account (BPP Texas, LLC)	-	\$12,813.67
		BNY Mellon, N.A.--Money Market Account (BPP Texas, LLC)	-	\$5,031.27
3. Security deposits with public utilities, telephone companies, landlords, and others.				\$9,644.00
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			

In re BPP Texas, LLC
DebtorCase No. 10-44378
(If known)**SCHEDULE B - PERSONAL PROPERTY**
(Continuation Sheet)

Type of Property	NONE	Description and Location of Property	Husband, Wife, Joint or Community	Current Value of Debtor's Interest In Property, With- Out Deducting Any Secured Claim or Exemption
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		Commercial property policy \$50,000,000 Insurer: Lexington Insurance Company Insured: Interstate Hotel and Resorts, Inc.	-	\$0.00
		Commercial property policy \$20,000,000 Insurer: Great Lakes Reinsurance (UK) PLC Insured: Interstate Hotels and Resorts, Inc.	-	\$0.00
		Commercial property policy \$30,000,000 Insurer: RSUI Indemnity Company Insured: Interstate Hotels and Resorts, Inc.	-	\$0.00
		Commercial property policy \$30,000,000 Insurer: Industrial Risk Insurers Insured: Interstate Hotels and Resorts, Inc.	-	\$0.00
		Commercial property policy \$76,000,000 Insurer: Lloyds Insured: Interstate Hotels and Resorts, Inc.	-	\$0.00
		Commercial property policy \$24,000,000 Insurer: Lancashire Insurance Company Insured: Interstate Hotels and Resorts, Inc.	-	\$0.00
		Commercial property policy \$20,000,000 Insurer: Arch Insurance Insured: Interstate Hotels and Resorts, Inc.	-	\$0.00
		Workers Compensation and Employers Liability Policy \$2,000,000 Insurer: Zurich American Insurance Company Insured: Interstate Hotels & Resorts, Inc.	-	\$0.00
		Employment Practices Liability Insurance Policy \$10,000,000 Insurer: Zurich American Insurance Company Insured: Interstate Hotels & Resorts, Inc.	-	\$0.00
		General liability policy: Primary insurer: Zurich American Insurance Company Insured: Interstate Hotels & Resorts, Inc.	-	\$0.00

In re BPP Texas, LLC
DebtorCase No. 10-44378
(If known)**SCHEDULE B - PERSONAL PROPERTY**
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint or Community	Current Value of Debtor's Interest In Property, With- Out Deducting Any Secured Claim or Exemption
		Business automobile policy Insurer: Zurich American Insurance Company Insured: Interstate Hotels & Resorts, Inc.	-	\$0.00
		Crimeshield Policy for Mercantile Entities \$2,000,000 Insurer: Hartford Fire Insurance Company Insured: Hotel Acquisition Company, LLC	-	\$0.00
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Accounts receivable	-	\$7,708.44
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			

In re BPP Texas, LLC
DebtorCase No. 10-44378
(If known)**SCHEDULE B - PERSONAL PROPERTY**
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint or Community	Current Value of Debtor's Interest In Property, With- Out Deducting Any Secured Claim or Exemption
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Fraudulent transfer, equitable subordination, conspiracy, tortious interference, lender liability and any other claims against Citizens Bank of Pennsylvania; indemnification, breach of contract, and any other claims against David Stauffacher; any claims against taxing authorities related to the negotiation or disputes concerning taxes owed.	-	Unknown
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.		Various operational licenses and permits	-	Unknown
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		Automobiles	-	\$0.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Furniture, Fixtures and Equipment - Howard Johnson Austin	-	\$366,232.59*
		Furniture, Fixtures and Equipment - Days Inn Denton	-	\$159,556.59*
29. Machinery, fixtures, equipment, and supplies used in business.		See No. 28 above.	-	N/A
30. Inventory.		Inventory	-	\$0.00
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			

In re BPP Texas, LLC
DebtorCase No. 10-44378
(If known)**SCHEDULE B - PERSONAL PROPERTY**
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint or Community	Current Value of Debtor's Interest In Property, With- Out Deducting Any Secured Claim or Exemption
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.		Retainer to Munsch Hardt Kopf & Harr, P.C.	-	\$44,680.00**
		Prepaid insurance expenses	-	\$10,269.00
		Non-Compete	-	\$22,375.00
			Total >	\$751,672.88

(Report also on Summary of Schedules)

*Debtors have yet to retain an appraiser to determine the fair market value of the Furniture, Fixtures and Equipment. The Debtors have therefore used the tax value of the Furniture, Fixtures and Equipment, which may or may not reflect the fair market value at any given time.

**The retainer amount is a pro rata calculation among each of the six Debtors.

In re BPP Texas, LLCCase No. 10-44378

Debtor(s)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns).

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above)	C O D E B T O R	H U S B A N D W I F E J O I N T O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.								
Citizens Bank of Pennsylvania Global Restructuring Group 525 William Penn Place, Room 2720 Pittsburgh, PA 15219-1727		N A	Real and personal property described in the loan documents			X		
			VALUE \$2,979,472.00				\$65,813,707.00*	\$62,834,235.00
Total(s) (Use only on last page)							\$65,813,707.00*	\$62,834,235.00

(Report also on
Summary of Schedules)

If applicable, report
also on Statistical
Summary of Certain
Liabilities and Related
Data)

*Plus interest, late charges, and attorney fees as allowed.

In re BPP Texas, LLCCase No. 10-44378Debtor**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re BPP Texas, LLCCase No. 10-44378Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS (Continuation Sheet)

Taxes and Certain Other Debts
Owed to Governmental Units

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.								
City of Austin P.O. Box 2267 Austin, TX 78783	-						Unknown	Unknown
Account No.							Unknown	Unknown
City of Austin Controller's Office P.O. Box 2920 Austin, TX 78768	-						0.00	0.00
Account No.			Occupancy Taxes					
City of Denton Tax Office Denton, TX 76205	-						4,310.00	Unknown
Account No.			Sales Taxes					
Comptroller of Public Accounts Revenue Accounting Division Bankruptcy Section P.O. Box 13528 Austin, TX 78711	-			X	X	X	3,591.00	Unknown
Account No.			Taxes					
Denton County Tax Office P.O. Box 90223 Denton, TX 76202	-						Unknown	Unknown
Subtotal								0.00
(Total of this page)							7,901.00	0.00

Sheet 1 of 2 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re BPP Texas, LLCCase No. 10-44378

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. ABC Pest and Lawn Services 997 Grandy's Lane Lewisville, TX 75077		-	Trade Debt				934.84
Account No. Air Force Hearing & Conditioning 1007 Shady Oaks Ste. 102 Denton, TX 76205		-	Trade Debt				2,391.26
Account No. All Star Carpet Cleaning 1724 Ringtail Drive Little Elm, TX 75068		-	Trade Debt				747.00
Account No. American Hotel Register Company 16458 Collections Center Drive Chicago, IL 60693		-	Trade Debt				1,747.12
Subtotal (Total of this page)							5,820.22

9 continuation sheets attached

In re BPP Texas, LLCCase No. 10-44378

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Trade Debt				
AT&T P.O. Box 105068 Atlanta, GA 30348	-					437.90
Account No.		Trade Debt				
Atmos Energy P. O. Box 790311 Saint Louis, MO 63179	-					0.00
Account No.		Trade Debt				
Carrco 13191 56th Court North, Suite 102 Clearwater, FL 33760	-					299.85
Account No.		Trade Debt				
CenturyLink P.O. Box 4300 Carol Stream, IL 60197	-					520.74
Account No.		Swap Claim				
Citizens Bank of Pennsylvania Global Restructuring Group 525 William Penn Place, Room 2720 Pittsburgh, PA 15219-1727	-				X	0.00
Sheet no. <u>1</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						1,258.49

In re BPP Texas, LLCCase No. 10-44378

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.					
Account No.			Swap agreement			X	0.00	
Citizens Bank of Pennsylvania Global Restructuring Group 525 William Penn Place, Room 2720 Pittsburgh, PA 15219-1727								
Account No.			Utilities				0.00	
City of Austin P. O. Box 2267 Austin, TX 78783-2267								
Account No.			Utilities				0.00	
City of Denton P. O. Box 660150 Dallas, TX 75266								
Account No.			Trade Debt				80.11	
Computel Computer Systems, Inc. Accounting Department 6709 Amsterdam Drive Liberty Township, OH 45044								
Account No.			Franchise Fees			X	13,717.89	
Days Inn Worldwide, Inc. 15009 Collections Center Drive Chicago, IL 60693								
Sheet no. <u>2</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	13,798.00

In re BPP Texas, LLCCase No. 10-44378

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Debra Muliyl c/o Travel Lodge Hotel 4211 IH-35 East Denton, TX 76207		-	Petty cash reimbursement			387.82
Account No.						
Dominic Monteleone c/o Howard Johnson 2711 S. IH 35 South Austin, TX 78741		-	Petty cash reimbursement			102.25
Account No.						
Ecolab P.O. Box 70343 Chicago, IL 60673-0343		-	Trade Debt			1,467.16
Account No.						
Expedia 4200 150th Ave. NE Redmond, WA 98052		-	Trade Debt			500.00
Account No.						
FFC Capital Corporation 625 Liberty Avenue, Suite 3110 Pittsburgh, PA 15222		-	Asset Management Fees			14,883.00
Sheet no. <u>3</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						17,340.23

In re BPP Texas, LLCCase No. 10-44378

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.					
Account No.			Guarantor				Unknown	
FFC Partnership, L.P. c/o Wm. Kelleher, Jr./Donald Lund Cohen & Grigsby, P.C. 625 Liberty Avenue, Suite 3110 Pittsburgh, PA 15222-3152		-				X		
Account No.			Guarantor				Unknown	
Fine Capital Associates, L.P. c/o Wm. Kelleher, Jr./Donald Lund Cohen & Grigsby, P.C. 625 Liberty Avenue, Suite 3110 Pittsburgh, PA 15222-3152		-				X		
Account No.			Trade Debt				256.37	
Granite Telecommunications P.O. Box 83197 Woburn, MA 01813-3197		-						
Account No.			Trade Debt				1,153.62	
Guest Supply, Inc. P.O. Box 910 Monmouth Junction, NJ 08852-0910		-						
Account No.			Trade Debt				3,048.45	
HD Supply Facilities Maintenance, Ltd. P.O. Box 509058 San Diego, CA 92150-9058		-						
Sheet no. <u>4</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	4,458.44

In re BPP Texas, LLCCase No. 10-44378

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.		Trade Debt				
Hoteliers Ink 7946 Ivanhoe Ave. La Jolla, CA 92037	-					159.90
Account No.		Franchise Fees				
Howard Johnson International, Inc. 15013 Collections Center Drive Chicago, IL 60693	-				X	12,256.28
Account No.		Management Agreement				
Janus Hotel Management Services, LLC 2300 Corporate Boulevard NW, Suite 232 Boca Raton, FL 33431	-					2,357.00
Account No.		Trade Debt				
L.E.T. Group Internet Marketing 381 Tequesta Drive Tequesta, FL 33469-3027	-					180.00
Account No.		Trade Debt				
Langston's Paint/Handyman 1419 Broadway Denton, TX 76201	-					1,347.08
Sheet no. <u>5</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						16,300.26

In re BPP Texas, LLCCase No. 10-44378

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Trade Debt				
Megapath, Inc. Dept. 0324 P. O. Box 120324 Dallas, TX 75312	-					429.66
Account No.		Trade Debt				
Orkin Commercial Services 3601 NE Loop 820, Ste. 100 Fort Worth, TX 76137	-					432.84
Account No.		Trade Debt				
Pellerin Laundry Machinery Sales Co. P.O. Box 1137 Kenner, LA 70063	-					439.04
Account No.		Trade Debt				
Pro Forma	-					66.53
Account No.		Trade Debt				
Qwest P.O. Box 52187 Phoenix, AZ 85072	-					60.68
Sheet no. <u>6</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 1,428.75

In re BPP Texas, LLCCase No. 10-44378

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Sign-a-Rama 723 S. Woodrow Lane Denton, TX 76205		-	Trade Debt			644.49
Account No.						
SimplexGrinnell Dept. CH 10320 Palatine, IL 60055		-	Trade Debt			980.33
Account No.						
Sky Telnet, Inc. 2202 Parliament Court Burlington, KY 41005		-	Trade Debt			478.13
Account No.						
Sparkletts & Sierra Springs P. O. Box 660579 Dallas, TX 75266-0579		-	Trade Debt			122.62
Account No.						
Tantus Networks 850 W. Jackson Boulevard, Suite 250 Chicago, IL 60607-3048		-	Trade Debt			1,561.64
Sheet no. <u>7</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 3,787.21

In re BPP Texas, LLCCase No. 10-44378

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.		Trade Debt				197.61
Texas Disposal System P. O. Box 968 Austin, TX 78767-0968	-					
Account No.		Trade Debt				0.00
Texas Gas Service P. O. Box 219913 Kansas City, MO 64121	-					
Account No.		Trade Debt				270.63
The Bug Master P. O. Box 15090 Austin, TX 78751	-					
Account No.		Trade Debt				425.00
Thyssenkrupp Elevator Corporation P. O. Box 933004 Atlanta, GA 31193-3004	-					
Account No.		Trade Debt				1,136.06
Time Warner Cable P. O. Box 660097 Dallas, TX 75266-0097	-					
Sheet no. <u>8</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 2,029.30

In re BPP Texas, LLCCase No. 10-44378

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Trade Debt				
Travel Media Group P.O. Box 3828 Norfolk, VA 23514-3828	-					541.00
Account No.		Trade Debt				
U.S. Foodservice, Inc. P.O. Box 841587 Dallas, TX 75284	-					2,853.52
Account No.		Trade Debt				
USA Today 305 Seaboard Lane, Suite 301 Franklin, TN 37067-8288	-					298.42
Account No.		Trade Debt				
Verizon Southwest P. O. Box 920841 Dallas, TX 75392	-					145.16
Account No.		Trade Debt				
World Cinema, Inc. 9801 Westheimer, #409 Houston, TX 77042-3953	-					1,164.67
Subtotal (Total of this page)						5,002.77
Total (Report on Summary of Schedules)						71,223.67

Sheet no. 9 of 9 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re BPP Texas, LLCCase No. 10-44378Debtor**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Citizens Bank of Pennsylvania Attn: Interest Rate Risk Management One Citizens Plaza Providence, RI 02903	USD Amortizing Interest Rate Swap Agreement dated March 1, 2008.
Days Inns Worldwide, Inc. Attn: Vice President-Franchise Admin. 22 Sylvan Way P.O. Box 278 Parsippany, NJ 07054-0278	Franchise Agreement dated February 3, 2010, and Amendment to Franchise Agreement dated June 3, 2010. Prior to Conversion to Days Inn: Connectivity Equipment Lease and Services Addendum, and Opera Integrated System Agreement dated February 6, 2008; and Three Party Agreement Among BPP Illinois, LLC, Travelodge Hotels, Inc., and Citizens Bank dated February 8, 2008.
FFC Capital Corporation 625 Liberty Avenue, Suite 3110 Pittsburgh, PA 15222	Asset Management Agreement dated January 2, 2008.
Howard Johnson International, Inc. Attn: Vice President-Franchise Admin. 1 Sylvan Way P.O. Box 278 Parsippany, NJ 07054-0278	License Agreement, Connectivity Equipment Lease and Services Addendum, and Opera Integrated System Agreement dated February 6, 2008; and Amendment to Franchise Agreement dated June 3, 2010. Three Party Agreement Among BPP Illinois, LLC, Howard Johnson International, Inc., and Citizens Bank dated February 8, 2008.
Janus Hotel Management Services, LLC d/b/a Janus Hotels & Resorts, Inc. Attn: Michael M. Nanosky 2300 Corporate Boulevard NW, Suite 232 Boca Raton, FL 33431	Hotel Management Agreement dated September 1, 2010.
Micros Systems, Inc. 7031 Columbia Gateway Drive Columbia, MD 21046	Intellectual Property Site License and Support Agreement dated February 8, 2008.

In re BPP Texas, LLCCase No. 10-44378Debtor**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
BPP Illinois, LLC c/o FFC Capital Corporation 625 Liberty Ave., Ste. 3110 Pittsburgh, PA 15222	Citizens Bank of Pennsylvania Global Restructuring Group 525 William Penn Place, Room 2720 Pittsburgh, PA 15219-1727
BPP Iowa, LLC c/o FFC Capital Corporation 625 Liberty Ave., Ste. 3110 Pittsburgh, PA 15222	Citizens Bank of Pennsylvania Global Restructuring Group 525 William Penn Place, Room 2720 Pittsburgh, PA 15219-1727
BPP Michigan, LLC c/o FFC Corporation 625 Liberty Avenue Pittsburgh, PA 15222	Citizens Bank of Pennsylvania Global Restructuring Group 525 William Penn Place, Room 2720 Pittsburgh, PA 15219-1727
BPP Minnesota, LLC c/o FFC Capital Corporation 625 Liberty Ave., Ste. 3110 Pittsburgh, PA 15222	Citizens Bank of Pennsylvania Global Restructuring Group 525 William Penn Place, Room 2720 Pittsburgh, PA 15219-1727
BPP Wisconsin, LLC c/o FFC Capital Corporation 625 Liberty Ave., Ste. 3110 Pittsburgh, PA 15222	Citizens Bank of Pennsylvania Global Restructuring Group 525 William Penn Place, Room 2720 Pittsburgh, PA 15219-1727
FFC Partnership, L.P. c/o Wm. Kelleher, Jr./Donald Lund Cohen & Grigsby, P.C. 625 Liberty Avenue, Suite 3110 Pittsburgh, PA 15222-3152	Citizens Bank of Pennsylvania Global Restructuring Group 525 William Penn Place, Room 2720 Pittsburgh, PA 15219-1727
Fine Capital Associates, L.P. 625 Liberty Ave., Ste. 3110 Pittsburgh, PA 15222	Citizens Bank of Pennsylvania Global Restructuring Group 525 William Penn Place, Room 2720 Pittsburgh, PA 15219-1727

United States Bankruptcy Court
Eastern District of Texas

In re BPP Texas, LLC

Debtor(s)

Case No. 10-44378
Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 24 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date January 18, 2011

Signature /s/ Fred Branovan
Fred Branovan
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.